

**UNITED STATES DISTRICT COURT  
EASTERN DISTRICT OF NEW YORK**

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SHIVA STEIN,

Plaintiff,

- against -

CHARTER COMMUNICATIONS, INC.,

Defendant.

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**CIVIL ACTION NO: 16-CV-01461-ENV-RML**

**DECLARATION OF ALEXANDER ARNOLD GERSHON  
IN SUPPORT OF AN ORDER TO SHOW CAUSE FOR A  
PRELIMINARY INJUNCTION**

I, ALEXANDER ARNOLD GERSHON, hereby declare, under penalty of perjury under the laws of the United States of America that the following is true and correct:

1. I am a member of the bar of the State of New York and an inactive member of the bar of the State of Georgia. I am a partner in the firm of Barrack, Rodos & Bacine, and we are the attorneys for the plaintiff in this action.

2. Plaintiff seeks an order to show cause for a preliminary injunction to (1) prevent a stockholders' vote on Proposal 2, which requests stockholder approval of Charter's 2016 Executive Incentive Performance Plan effective February 2, 2016 (the EIPP) (Item 2 on Proxy Card) until the information required by SEC Schedule 14A, 17 C.F.R. § 240.14a-101 (Item 10(a)(1)), with regard to this plan is provided to stockholders; and (2) prevent a stockholders' vote on Proposal 3, which requests stockholder approval to increase the number of shares of Class A common stock in the Company's 2009 Stock Incentive Plan (the 2009 Plan) by Ten Million Shares and Increase the Annual Grant Limits (Item 3 on Proxy Card) until the

information required by SEC Schedule 14A, 17 C.F.R. § 240.14a-101 (Item 10(a)(1)), is provided to stockholders.

3. The vote is scheduled for April 26, 2016.

4. As a consequence of the short time remaining before the vote, too short for a motion brought on by notice, plaintiff is proceeding by order to show cause.

5. No prior application has been made by plaintiff for the relief sought herein.

6. Attached hereto as Exhibit 1 is a copy of the Charter's proxy statement for the 2016 annual meeting that I obtained from the official website of the United States Securities and Exchange Commission.

Dated: New York, New York  
March 28, 2016

/s A. Arnold Gershon  
ALEXANDER ARNOLD GERSHON